



THE



ACT OF INCORPORATION

AND THE

BY-LAWS

OF THE

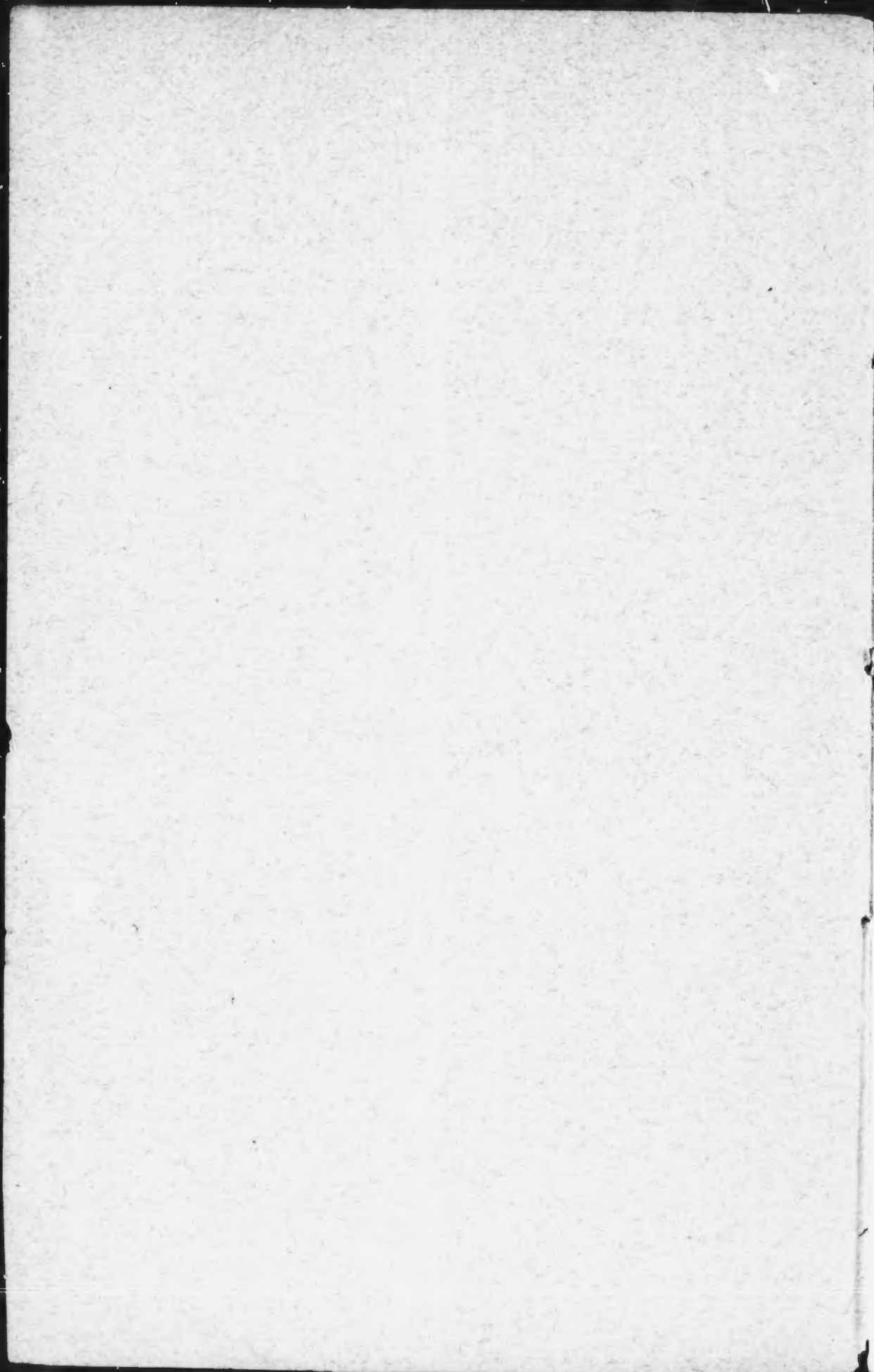
Saint John Board of Trade.

SAINT JOHN, N. B. :

J. & A. McMILLAN, PRINTERS, 98 PRINCE WM. STREET.

1881.

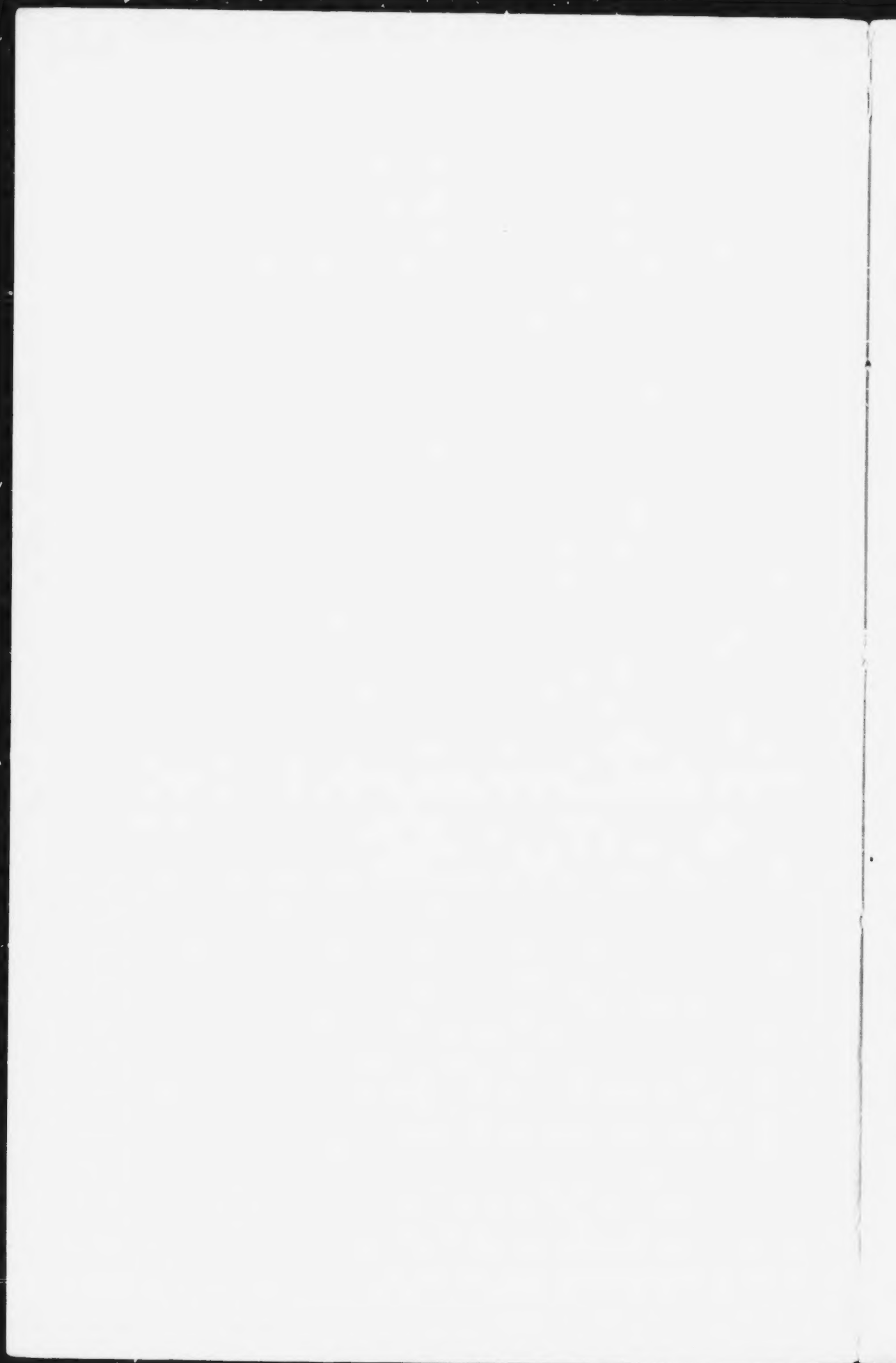
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ACT.

Assented to 14th June, 1872.

WHEREAS Charles H. Fairweather, George Thomas, Preamble. Henry A. Austin, John W. Cudlip, Isaac Burpee, Richard S. DeVeber, J. Walter Scammell, W. W. Turnbull, John Magee, the Honorable Thomas R. Jones, Thomas W. Daniel, John C. Brown, and others hereinafter mentioned, residents or carrying on business in the City of Saint John and Province of New Brunswick, or in the vicinity thereof, have by their Petition represented that they have associated themselves together for some time past, for the purpose of promoting such measures as they have deemed important towards developing the general trade of Canada and the City of Saint John in particular, and have further represented that their said association would be more efficient in its operations, should an act of incorporation conferring certain powers on them and their successors be granted; And whereas, it is expedient that the prayer of the said petition be granted; Therefore Her Majesty, by and with the advice and consent of the House of Commons of Canada, enacts as follows:

1. The said Charles H. Fairweather, George Thomas, Incorporation. Henry A. Austin, John W. Cudlip, Isaac Burpee, Richard S. DeVeber, J. Walter Scammell, W. W. Turnbull, John Magee, the Honorable Thomas R. Jones, Thomas W. Daniel, John C. Brown, and such other persons resident or carrying on business in the City of Saint John, Province of New Brunswick, or in the vicinity thereof, as are or shall be associated with the persons above named for the purposes of this Act, in the manner hereinafter provided, and their successors, shall be and are hereby constituted a body politic and

Corporate name and general powers. Proviso: as to real and personal estate.

corporate by the name of the "Saint John Board of Trade," and by that name shall have all the general powers made incident to corporations by "*The Interpretation Act*;"

Corporate powers limited to act

Provided always, that the clear annual value of the real and personal estate together, held by the said corporation at any one time, shall not exceed Ten Thousand Dollars currency; and provided also that the said corporation shall not have or exercise any corporate powers whatsoever, excepting such as are expressly conferred on the said corporation by this Act, or are necessary for carrying the same into effect, according to its true intent and meaning.

Application of the Funds of the Corporation.

2. The Funds and Property of the said corporation shall be used and applied to and for such purposes only as may be calculated to extend and promote the just and lawful trade and commerce of Canada generally, and of the City of Saint John more especially, or as may be necessary for obtaining the objects for which the said corporation is constituted, according to the true intent and meaning of this Act.

Domicile.

3. The usual place of meeting of the said corporation shall be held to be the legal domicile thereof; and service at such place, of any notice or process of any kind addressed to the said corporation, shall be held to be sufficient service of such notice or process on the corporation.

Service of process.

Council.

4. For the management of the affairs and the business of the said corporation, there shall be a Council, to be called "The Council of the Saint John Board of Trade," which shall, until the first election hereinafter mentioned, consist of a President, Vice-President, and ten other members of the Council, all of whom shall be members of the said corporation, and shall have the powers and perform the duties hereinafter mentioned and assigned to the said Council.

Provisional President, Vice-President and members of the Council.

5. The said Charles H. Fairweather, shall be the President; the said George Thomas, Vice-President; and the said Henry A. Austin, John W. Cudlip, Isaac Burpee, Richard S. DeVeber, J. Walter Scammell, W. W. Turnbull, John Magee, the Honorable Thomas R. Jones, Thomas W. Daniel, and John C. Brown, the other members of the Council, until the first election to be had under the provisions of

this Act: and the Council hereby appointed shall, until the said election, have all the powers assigned to the Council of the said corporation by this Act.

6. The members of the association shall meet annually at some place within the city of Saint John, of which due notice shall be given by the Council for the time being, on the first Monday in December in each year; and they or a majority of them shall then and there elect by ballot from among the members of the association, one President, one Vice-President, and ten other members of the Council, and the Council so constituted shall, at their next meeting thereafter, choose from among the members of the association, six other persons to be members of the said Council, making such choice in such manner that, as far as may be, the principal branches of trade and commerce carried on within the City and County of Saint John shall be represented therein; and the President, Vice-President and members so elected and chosen, shall form the Council of the said association, and shall hold their office until others shall be elected at the next annual meeting, or until they shall be removed from office, or shall vacate the same, under the provisions of any by-law of the association: Provided always, that if the said election shall not take place in the month of December in any year, such election may be had at any general meeting of the association, to be called in manner hereinafter provided, and the members of the Council then in office shall so remain until such election shall be had.

Annual Meetings

Election of Officers.

Election and selection of Members of the Council.

Term of office.

Proviso: in case of failure of election.

7. If any member of the Council shall die, resign his office, or be absent for six months continuously from the said Province, it shall be lawful for the said corporation, if they shall see fit, at any general meeting, to elect a member of the corporation to be a member of the Council, in the place of the member so dying or resigning or being absent; and the member so elected shall hold office until the next election, and no longer unless re-elected.

Mode of filling vacancies in Council.

8. At any annual or general meeting of the corporation, any ten or more members shall form a quorum, and shall be competent to do and perform all acts which, either by this

Quorum at general meetings.

Act or by any by-law of the corporation, are or shall be directed to be done at any such general meeting.

Resignation of
Members.

9. Any member of the said corporation intending to retire therefrom or resign his membership, may at any time do so upon giving to the Secretary ten days notice of such intention in writing, and discharging any lawful liability which may be standing upon the books of the said corporation against him at the time of such notice.

Power to enact
By-Laws.

10. It shall be lawful for the said corporation, or the majority of those present, and being a quorum at any general meeting, to make and enact such by-laws, rules and regulations for the government of the said corporation, providing for the admission and expulsion or the retirement of members, and for the management of its Council, Officers and affairs, and the guidance of the Board of Arbitration hereinafter mentioned, and all other by-laws in accordance with the requirements of this Act, or the laws of Canada as such majority shall deem advisable; and such by-laws shall be binding on members of the said corporation, its officers and servants, and all other persons whomsoever lawfully under its control.

By-Laws binding on Members
&c.

Qualifications for
Membership.

11. Each and every person resident in the City and County of Saint John, being or having been a merchant, trader, mechanic, resident director or manager of a bank or insurance agent in the said City and County, shall be eligible to become a member of the said corporation: Provided always, that any other person whomsoever shall be eligible to be proposed and balloted for as a member, and to become a member of the said corporation as aforesaid in case such person shall be recommended by the Council of the Board of Trade at any such meeting.

Proviso: as to
qualifications for
Membership.

Extraordinary
general meetings.

12. It shall always be lawful for the President or the Council of the corporation by at least three days notice being given in one or more newspapers published in the City of Saint John, to call a general meeting of the corporation for any of the purposes of this Act. It shall be the duty of the President, upon a requisition to that effect in writing, signed by at least five members of the Council, to call a general meeting of the corporation for the purposes stated in such requisition.

13. The said Council shall, in addition to the powers hereby expressly conferred on them, have such powers as shall be assigned to them by any by-law of the corporation, except only the power of enacting or altering any by-law, which shall be done in the manner provided by this Act and no other; and any five or more members of the Council, lawfully met, (and of whom the President or Vice-President shall be one,) shall be a quorum; and any majority of such quorum may do all things within the power of the Council: and at all meetings of the said Council, and at all general meetings of the corporation, the President, or in his absence the Vice-President, or if both be absent any member of the Council then present who may be chosen for the occasion shall preside, and in all cases of equality of votes upon any division, shall have a double or casting vote.

Additional powers of the Council under By-Laws.

Meetings of Council. Quorum; who to preside.

Casting Vote.

14. It shall be competent to the said Council to appoint, and from time to time to remove and re-appoint a Secretary and Treasurer of the Board, and to hold meetings from time to time, and to adjourn the same when necessary, and at the said meetings to transact such business as may by this Act or by the by-laws of the corporation, be assigned to them: and such meetings of the Council shall be convened by the Secretary at the instance of the President or at the request of any two members of the Council, or by the said President or members in case there shall be no Secretary, or in case the Secretary for the time being shall neglect or refuse to summon any such meeting.

Secretary and Treasurer.

Meetings of Council.

15. It shall be the duty of the Council hereby appointed, so soon as may be after the passing of this Act, to frame such by-laws, rules and regulations as they shall consider best adapted to promote the welfare of the corporation and the purposes of this Act, and submit the same for adoption to a general meeting of the corporation called for the purpose, in the manner hereinbefore provided.

Council to frame By-Laws, &c.

16. All subscriptions of members due to the corporation, under any by-law, by any person bound thereby, and all other sums of money due to the corporation, shall be paid to the Treasurer thereof, and in default of payment, may be recovered in any action brought by him in the name of the corporation in any court of competent civil jurisdiction.

Subscriptions, &c., how to be paid or recovered

Meetings of
Council to be
open.

Minutes.

17. The meetings of the members of the Council shall be open to all other members of the corporation, who may attend at the same, but who shall take no part in any proceedings thereat; and minutes of the proceedings of all such meetings, and of all general meetings of the corporation, shall be entered in a register to be kept for that purpose by a person or persons appointed to keep the same, and the entry shall be signed by the Secretary, and such register shall be open at all reasonable hours to any member of the corporation free of any charge, and also to all other persons on payment of a fee of twenty cents to the officer having charge of the register.

Board of arbitration.

18. At the same time and times as are hereby appointed for the election of the Council, and in the same manner, it shall be lawful for the members of the said corporation to elect from among their number, six persons who shall be called "the Board of Arbitration," and any three of whom shall have the power to arbitrate upon, and to give their award in, any commercial case of difference which shall be voluntarily referred to them by the parties concerned; and whenever any such parties shall agree and bind themselves, by bond or otherwise, to submit the matter in dispute between them to the decision of the said Board of Arbitration, such submission shall be understood to be made to any three members of the said Board who may, either by the special order of the Board or by virtue of any general rule adopted by them or under any by-laws of the corporation with regard to the consideration of cases so submitted to them, be appointed to hear and arbitrate upon the case, and shall be understood to bind the parties to submit to the decision of the said Board: and any such submission shall be in the form of the schedule of this Act or in other words to the same effect.

Members of
Board of arbitration
to be sworn.

19. The several members of the said Board of Arbitration shall, before they act as such, take and subscribe before the President or Vice-President of the corporation, an oath that they will faithfully, impartially and dilligently perform their duties as members of the said Board of Arbitration, and will, in all cases submitted to them, give a true and just award

according to the best of their judgment and ability, without fear, favour or affection, of or for any person or party whomsoever, and this oath shall be kept among the documents of the corporation.

Subscribed oath,
where to be kept.

20. Any members of the Council of the corporation may be at the same time a member of the said Board of Arbitration.

Members of
Council may be
arbitrators.

21. The three members appointed to hear any case submitted for arbitration as aforesaid, or any two of them, shall have full power to examine into the facts of such case, and to examine on oath (which oath any one of such three members is hereby empowered to administer) any party or witness who appears voluntarily before them and shall be willing to be so examined, and shall give their award thereupon in writing; and their decision or that of any two of them given by such award, shall bind the parties according to the terms of the submission, and to the provisions of this Act.

Powers and duties
of members
acting as arbitra-
tors.

May examine
witnesses on oath

22. Any person who may, by law, in other cases make a solemn affirmation instead of taking an oath, may make such solemn affirmation in any case where by this Act an oath is required; and any person hereby authorized to administer an oath may in such case as aforesaid administer such solemn affirmation; and any person who shall wilfully swear or affirm falsely in any case where an oath or solemn affirmation is by this Act required or authorized, shall be guilty of wilful and corrupt perjury.

Affirmation to be
allowed instead
of oath.

Perjury.

23. Nothing in this Act shall affect the rights of Her Majesty, her heirs or successors, or any party or person whomsoever, such rights only excepted as are herein expressly mentioned and affected.

Saving the rights
of the Crown.

SCHEDULE.

FORM OF SUBMISSION TO THE AWARD OF THE BOARD
OF ARBITRATION.

Know all men, that the undersigned and
 the undersigned *(if there be more parties,
 that is more separate interests, mention them,)* having a dif-
 ference as to the respective rights of the said parties in the
 case hereunto subjoined, have agreed and bound themselves
 under a penalty of to perform the
 award to be made by the Board of Arbitration in the case
 aforesaid, under the penalty aforesaid, to be paid by the
 party refusing to perform such award to the party ready and
 willing to perform the same.

In witness whereof the parties have hereunto interchange-
 ably set their hands at on the
 day of

FORM OF THE OATH TO BE TAKEN BY THE MEMBERS
OF THE BOARD OF ARBITRATION.

I swear that I will faithfully, impartially, and diligently
 perform my duty as a member of the Board of Arbitration
 of the Board of Trade of Saint John, and that I will, in all
 cases in which I shall act as arbitrator, give a true and just
 award according to the best of my judgment and ability,
 without fear, favour or affection, of or for any party or per-
 son whomsoever. So help me God.

BY-LAWS

OF THE

SAINT JOHN BOARD OF TRADE.

The "Saint John Board of Trade" do hereby enact, that the following shall be the By-Laws and the Rules of Order for governing the proceedings of the Board :

Sec. 1.—Admission of New Members.

Two members of the Board may nominate for election for membership, any person eligible under the Constitution : such nomination to be in writing, and made at a general meeting of the Board (or of the Council) previous to that at which he shall be balloted for when recommended by the Council. If five or more of the members of the Board vote against the candidate, the name shall be withdrawn.

Sec. 2.—Election of Officers.

The President and Vice-President shall be elected by separate ballot ; the members of Council by a general ballot. In case of general ballot not giving the whole number to be elected a clear majority, the election may proceed to fill up the number wanting the same, until the whole number receive a majority of the votes present.

In the election of the Officers and Council, the ballot shall proceed only on such as may have been nominated by members present.

Sec. 3.—Order of Business.

- I. The reading of the minutes of the last meeting, and amendment or approval of the same.
- II. Reading of the minutes of meetings of Council held since last general meeting.
- III. Presentation of Petitions and Communications.
- IV. Reports of Committees.
- V. Election of Officers and Council.
- VI. Proposals of or balloting for New Members.
- VII. Unfinished Business of preceding meetings.
- VIII. New Business.

SEC. 4.—All questions relative to the priority of business shall be decided without debate.

SEC. 5.—The Chairman shall preserve order, and shall decide all questions of order, subject to appeal to the Board.

SEC. 6.—All motions shall be made in writing, when required by the Chairman: no debate shall be allowed except on a motion regularly before the chair, but a motion may be prefaced.

SEC. 7.—When two or more members rise at the same time, the Chairman shall name the member who is first to speak.

SEC. 8.—A Member being called to order, shall immediately sit down, unless permitted to explain. If there be no appeal, the decision of the Chair shall be final; but if the Member appeal from the decision of the Chair, the Board shall decide the case without debate.

SEC. 9.—Any member may of right require the question under discussion to be read for his information at any time during the debate, but not so as to interrupt a member while speaking.

SEC. 10.—No member shall speak more than twice, or longer than five minutes on any one question without leave.

SEC. 11.—Every member, wishing to speak, shall rise and respectfully address the Chair; he shall confine himself strictly to the matter under discussion, (personalities in all cases to be avoided).

SEC. 12.—No motion shall be put or debated, unless the same be seconded ; when seconded, it shall be stated by the Chairman before debate.

SEC. 13.—After a resolution is stated by the Chairman, it shall be deemed in possession of the Board, but may, by permission of the Board, be withdrawn at any time before decision or amendment.

SEC. 14.—When a question is under debate, the only motions in order shall be—1st, to adjourn ; 2nd, the previous question ; 3rd, to lie on the table ; 4th, to postpone indefinitely ; 5th, to adjourn to a certain time ; 6th, to refer ; 7th, to amend. The previous question, when moved, must be seconded by at least five members. When the previous question is moved and seconded, it shall be put in this form, " Shall the main question be now put ? " If this is carried, all further amendments and debate shall be excluded, and the question put without delay. If the question has been amended, the vote shall be taken on the amendment first. If more than one amendment has been made, the last made amendment in order shall take precedence in the vote. It shall not be in order to reconsider the previous question.

SEC. 15.—A motion to adjourn the Board shall be always in order, except—1st, when a member is in possession of the floor ; 2nd, while the yeas and nays are being called ; 3rd, while the members are voting ; 4th, when it has been decided that the previous question shall be taken : and a motion to adjourn simply cannot be amended, but a motion to adjourn to a given time may be, and is open to debate.

SEC. 16.—A motion to lay a question on the table simply, is not debateable, but a motion to lay on the table and publish, or any other conditions, is subject to amendment and debate.

SEC. 17.—A motion to amend an amendment shall be in order ; but to amend an amendment to an amendment shall not be entertained. An amendment modifying the intention of a motion shall be in order, but an amendment relating to a different subject shall not be in order.

SEC. 18.—A question may be reconsidered at any time during the same meeting, on a motion made and seconded by members who voted in the majority, and when once made and decided in the negative, shall not be revived before the next meeting of the Board; and no question shall be reconsidered more than once, nor shall a vote to reconsider be reconsidered.

SEC. 19.—The Secretary of the Board shall duly record in a book, all minutes, or resolutions, decisions, and other proceedings of the Board, entering therein all accepted reports, orders, and resolutions, and shall notice reports, memorials, and other papers submitted to the Board only by their titles, or a brief description of their purport.

Sec. 20.

Fees for membership shall be Ten Dollars per annum, from the first day of May to the thirtieth day of April in next year inclusive, payable in advance, and due on the first day of May in each year.

Firms shall be admitted at the same rate, and each member of a firm shall have the right to attend and speak at a general meeting of the Board, but with the right of but one vote on any question under discussion. If each member of a firm pays the full fee of membership (\$10) Ten Dollars per annum, then they shall each have one vote, as other members. Members admitted during the first six months shall pay in full, and during the second six months half the annual fee.

SEC. 21.—Any member who shall be in arrears of his dues for six months, shall have his name struck from the roll and shall cease to be a member, on a vote of the majority of those present at any regularly called meeting of the Board.

SEC. 22.—That on a two-thirds vote of the members present, at any General meeting of the Board, the name of any member may be struck off the roll.

SEC. 23.—No member can be eligible for the offices of President or Vice-President for more than three years in succession.

SEC. 24.—The foregoing By-Laws shall likewise govern the proceedings of the Council, in so far as they are applicable.

SEC. 25.—These By-Laws may be added to, repealed or amended by a vote of two-thirds of all the members present at any general meeting of the association, notice of such amendment having been given at a previous general meeting and entered upon the minutes.